



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
Attorneys for the Debtors

In re:
SHAPES/ARCH HOLDINGS L.L.C., et al.,
Debtors.

Case No. 08-14631(GMB)

Judge: Gloria M. Burns

Chapter: 11

**CONSENT ORDER RESOLVING MOTION TO PARTIALLY RECLASSIFY
ADMINISTRATIVE CLAIM OF ALCOA, INC. TO GENERAL UNSECURED CLAIM**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby **ORDERED**.

DATED: 3/11/2009



Honorable Gloria M. Burns
United States Bankruptcy Court Judge

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Consent Order Resolving Motion to Partially Reclassify Administrative Claim of Alcoa, Inc. to General Unsecured Claim

This Consent Order (the “Consent Order”) is entered into, by and between the above captioned debtors and debtors in possession (collectively, the “Debtors”), and Alcoa, Inc. (“Alcoa”) (the Debtors and Alcoa being hereinafter referred to collectively as the “Parties”) to resolve the Debtors’ motion (the “Motion”)¹ to partially reclassify Alcoa’s claim for an administrative expense pursuant 11 U.S.C. § 503(b)(9).

WHEREAS, the Debtors filed their respective voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on March 16, 2008 (the “Petition Date”).

WHEREAS, prior to the Petition Date, Delair ordered and received aluminum from Alcoa.

WHEREAS, prior to the Petition Date, Delair paid 97,015.14 to Alcoa (the Disputed Allocation Amount”).

WHEREAS, on June 24, 2008, Alcoa filed a proof of claim (no. 785) asserting the entitlement to an administrative claim pursuant to 11 U.S.C. § 503(b)(9) (the “503(b)(9) Claim”) in the amount of \$194,933.85 for goods received by Delair within twenty (20) days prior to the Petition Date for which Delair allegedly has not made payment.

WHEREAS, the Debtors filed the Motion on July 21, 2008, asserting that the Disputed Allocation Amount was paid in partial satisfaction of goods received by Delair within twenty (20) days prior to the Petition Date.

¹ Unless otherwise defined herein, all capitalized terms shall have the same meanings ascribed to them in the Motion.

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WHEREAS, on August 18, 2008, the Debtors paid \$97,918.72 to Alcoa on account of the portion of the 503(b)(9) Claim which the Debtors do not dispute.

WHEREAS, Alcoa has objected to the Motion.

WHEREAS, the Parties, in an effort to avoid the costs and risks of litigating the Motion further, desire to settle the Motion as set forth herein.

NOW THEREFORE, in consideration of the mutual covenants and promises set forth herein, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Debtors and Alcoa hereby stipulate and agree as follows:

1. The foregoing Background is incorporated herein by reference.
2. The Motion is resolved as set forth herein.
3. Sixty Thousand Dollars (\$60,000.00) of the Disputed Allocation Amount is hereby deemed to have been applied to invoices for unpaid goods received by Delair within twenty (20) days prior to the Petition Date, leaving \$30,000 of the Disputed Allocation Amount as an allowed 503(b)(9) Claim.
4. The 503(b)(9) Claim is hereby allowed in the amount of \$127,918.71.
5. The Debtors are hereby authorized and directed to pay \$30,000.00 to Alcoa on account of the unpaid, but allowed, 503(b)(9) Claim within fifteen days of entry of this Order.
6. Alcoa is hereby allowed a general, unsecured, Class 10 claim in the amount of \$208,237.76 which shall be paid to the extent and at the time that the balance of Class 10 claims

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Claim

are paid pursuant to the Debtors' confirmed Third Amended Joint Chapter 11 Plan of
Reorganization, as modified (the "Plan").

7. The parties each retain all of their respective rights, arguments and defenses with
respect to Avoidance Actions (as defined in the Plan).

8. This Court shall retain jurisdiction over any and all matters arising from or
related to the implementation or interpretation of this Order.

The following hereby consent to the form, language and content as set forth in this
Consent Order:

COZEN O'CONNOR, P.C.

By: /s/ Jerrold N. Poslusny, Jr.
Mark E. Felger, Esquire
Jerrold N. Poslusny, Jr., Esquire
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
Counsel for the Debtors

CHERRY_HILL\510668\2 226314.000

McGuireWoods LLP

By: /s/ Michael J. Roeschenthaler
Michael J. Roeschenthaler, Esquire
625 Liberty Avenue, 23rd Floor
Pittsburgh, Pennsylvania 15222

Counsel for Alcoa

CERTIFICATE OF NOTICE

District/off: 0312-1
Case: 08-14631

User: dfitzger
Form ID: pdf903

Page 1 of 1
Total Served: 1

Date Rcvd: Mar 12, 2009

The following entities were served by first class mail on Mar 14, 2009.
db +Shapes/Arch Holdings L.L.C., 9000 River Road, Delair, NJ 08110-3204

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 14, 2009

Signature:

